

FERMENTA BIOTECH LIMITED

Corporate Identification Number (CIN): L99999MH1951PLC008485

Registered Office: A-1501, Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West) – 400 610, Maharashtra, India

Tel: +91-22-6798 0800/888 • **Email:** info@fermentabiotech.com • **Website:** www.fermentabiotech.com

NOTICE

Notice is hereby given that the **Seventy-third Annual General Meeting (“AGM”)** of the Members of Fermenta Biotech Limited (“FBL”/“Company”) will be held on **Tuesday, August 12, 2025 at 03:00 p.m. (IST)** through Video Conferencing/Other Audio-Visual Means, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, Reports of the Board of Directors, and the Auditors thereon; and
 - (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and the Report of the Auditors thereon.
2. To declare dividend of ₹ 2.50 (Rupees Two and Paise Fifty only) per equity share of ₹ 5 each (50%) for the financial year ended March 31, 2025.
3. To appoint a director in place of Ms. Anupama Datla Desai (DIN – 00217027), who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

4. To consider, and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

To re-appoint Mr. Satish Varma (DIN: 00003255) as an Executive Director of the Company for a period of 3 years w.e.f. September 27, 2025.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and other applicable provisions, if any, including statutory modification(s) or enactment(s) thereto, for the time being in force, of the Companies Act, 2013 ('Act'), provisions of Regulation 17, 36, and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and based on the recommendation of Nomination and Remuneration committee and the Board of Directors (hereinafter referred to as the 'Board'), consent of the members of the Company be and is hereby accorded to re-appoint Mr. Satish Varma (DIN: 00003255) as a Whole-Time Director and Key Managerial Personnel of the Company, designated as Executive Director of the Company ('Executive Director') for a period of 3 (three) years commencing from September 27, 2025 to September 26, 2028 as per the salary, perquisites, terms and conditions as set out in the agreement dated May 28, 2025 entered into between the Company and the Executive Director ('Agreement'), the salient details of which, *inter alia*, are set out in the Explanatory statement; and the period of Executive Director's office shall be liable for determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the terms of the above-mentioned Agreement are hereby also approved by the Shareholders, and further that the Board is hereby authorized to revise, amend, alter and vary the remuneration of the Executive Director in accordance with the aforesaid Sections, read with Schedule V and other applicable provisions (including statutory modification(s) or enactment(s) thereto, for the time being in force) of the Act.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove in respect of payment of remuneration, where in any financial year and during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the shareholders hereby authorize the Board to pay the remuneration to Executive Director by way of salary, perquisites and other allowances, as per the Agreement referred to above, notwithstanding that such payment may be in excess of the individual limits prescribed by Section 197 and Schedule V of the Act and/or regulation 17(6)(e) of Listing Regulations (including statutory

modification(s) or enactment(s) thereto, for the time being in force), and notwithstanding that the payment of such remuneration to the Executive Director together with the payment of remuneration to all other directors (including the managing director, whole-time directors, and others directors) may be in excess of the aggregate limits prescribed by Section 197 and Schedule V of the Act and/or regulation 17(6)(e) of Listing Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution”.

5. To consider, and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

To re-appoint Ms. Anupama Datla Desai (DIN: 00217027) as an Executive Director of the Company for a period of 3 years w.e.f. September 27, 2025.

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and other applicable provisions, if any, including statutory modification(s) or enactment(s) thereto, for the time being in force, of the Companies Act, 2013 ('Act'), provisions of Regulation 17, 36, and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and based on the recommendation of Nomination and Remuneration committee and the Board of Directors (hereinafter referred to as the 'Board'), consent of the members of the Company be and is hereby accorded to re-appoint Ms. Anupama Datla Desai (DIN: 00217027) as an Executive Director and Key Managerial Person of the Company ('Executive Director') for a period of 3 (three) years commencing from September 27, 2025 to September 26, 2028 as per the salary, perquisites, terms and conditions as set out in the agreement dated May 28, 2025 entered into between the Company and the Executive Director ('Agreement'), the salient details of which, *inter alia*, set out in the Explanatory statement; and the period of Executive Director's office shall be liable for determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the terms of the above-mentioned Agreement are hereby also approved by the Shareholders, and further that the Board is hereby authorized to revise, amend, alter and vary the remuneration of the Executive Director in accordance with the aforesaid Sections, read with Schedule V and other applicable provisions (including statutory modification(s) or enactment(s) thereto, for the time being in force) of the Act.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove in respect of payment of remuneration, where in any financial year and during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the shareholders hereby authorize the Board to pay the remuneration to Executive Director by way of salary, perquisites and other allowances, as per the Agreement referred to above, notwithstanding that such payment may be in excess of the individual limits prescribed by Section 197 and Schedule V of the Act and/or regulation 17(6)(e) of Listing Regulations (including statutory modification(s) or enactment(s) thereto, for the time being in force), and notwithstanding that the payment of such remuneration to the Executive Director together with the payment of remuneration to all other directors (including the managing director, whole-time directors, and others directors) may be in excess of the aggregate limits prescribed by Section 197 and Schedule V of the Act and/or regulation 17(6)(e) of Listing Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

6. To consider, and if thought fit, pass with or without modification, the following resolution as a **Special Resolution**:

To approve 'Fermenta Biotech Limited – Employee Stock Option Scheme 2025'.

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the members of the Company be and is hereby accorded to the introduction of 'Fermenta Biotech Limited – Employee Stock Option Scheme 2025' (“ESOP 2025” or “Scheme”) and implementation through an irrevocable employee welfare trust of the Company namely 'Fermenta Biotech Limited ESOP Trust' (“Trust”), the salient features of which are furnished

in the Explanatory Statement annexed to this Notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 5,00,000 (Five Lakhs) employee stock options (“Options”) to the eligible employees of the Company, exclusively working in India or outside, as determined in terms of the Scheme, exercisable into not more than 5,00,000 (Five Lakhs) equity shares of face value of ₹ 5/- (Rupees Five Only) each fully paid-up (“Shares”), to be sourced from the secondary acquisition by the Trust, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be transferred by the Trust to the grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank pari passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Options to be granted by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional Options granted.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance of the provisions of the SBEB Regulations, Companies Act, 2013 and rules made thereunder and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of account, records and documents with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and the Trust shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Scheme.

RESOLVED FURTHER THAT the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force to give effect to this resolution.”

7. To consider, and if thought fit, pass with or without modification, the following resolution as a **Special Resolution**:

To consider and approve grant of Options to the employees of the subsidiary company of the Company under ‘Fermenta Biotech Limited – Employee Stock Option Scheme 2025’.

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more

tranches, employee stock options (“Options”) under ‘Fermenta Biotech Limited – Employee Stock Option Scheme 2025’ (“ESOP 2025” or “Scheme”) to eligible employees of subsidiary company(ies) of the Company, exclusively working in India or outside India, as determined in terms of the ESOP 2025, within the ceiling of total number of Options and equity shares, as specified in ESOP 2025 along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme.”

8. To consider, and if thought fit, pass with or without modification, the following resolution as a **Special Resolution**:

To approve secondary acquisition of shares through Trust route for the implementation of ‘Fermenta Biotech Limited – Employee Stock Option Scheme 2025’.

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, consent of the members be and is hereby accorded to acquire not exceeding 5,00,000 (Five Lakhs) equity shares of face value of ₹ 5/- (Rupees Five Only) each fully paid-up (“Shares”), by way of secondary acquisition, from time to time, in one or more tranches, for implementation of ‘Fermenta Biotech Limited – Employee Stock Option Scheme 2025’ (“ESOP 2025” or “Scheme”), through an irrevocable employee welfare trust of the Company namely ‘Fermenta Biotech Limited ESOP Trust’ (“Trust”), in due compliance with the provisions of the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares acquired and held by such Trust.”

9. To consider, and if thought fit, pass with or without modification, the following resolution as a **Special Resolution**:

To approve provision of money by the Company for purchase of its own shares by the Trust under ‘Fermenta Biotech Limited – Employee Stock Option Scheme 2025’.

“**RESOLVED THAT** pursuant to the provisions of the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/ frequently asked questions issued thereunder, as amended from time to time (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members be and is hereby accorded by authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust of the Company namely ‘Fermenta Biotech Limited ESOP Trust’ (“Trust”), by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid-up capital and free reserves of the Company, with a view to enable the Trust to acquire equity shares of the Company of face value of ₹ 5/- (Rupees Five Only) each fully paid-up (“Shares”), by way of secondary acquisition, for implementation of ‘Fermenta Biotech Limited – Employee Stock Option Scheme 2025’ (“ESOP 2025” or “Scheme”).

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme strictly in accordance with the provisions of SBEB Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free with tenure of such loan based on tenure of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to this resolution.”

10. To consider, and if thought fit, pass with or without modification(s), the following resolution as an **Ordinary** resolution:

To appoint Secretarial Auditor and fix the remuneration.

“RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013 (“Act”) and rules made thereunder (including any statutory amendment(s), modification(s) thereto or re-enactment(s) thereto), Mr. Vinayak Deodhar (FCS No. 1880, COP No. 898) from V. N. Deodhar & Co., Company Secretaries, be and is hereby appointed as Secretarial Auditor of the Company for a period of 5 (five) consecutive financial years i.e. from April 1, 2025 upto March 31, 2030 (“Term”), to undertake secretarial audit as required under the Act and Listing Regulations, on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

11. To consider, and if thought fit, pass with or without modification, the following resolution as an **Ordinary** Resolution:

Ratification of remuneration of Cost Auditor of the Company.

“RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), the members of the Company hereby ratify the payment of remuneration of ₹ 2,75,000/- (Rupees Two Lakhs Seventy Five Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any, to M/s Joshi Apte & Associates, Cost Accountants (Firm Registration Number – 00240), [‘Cost Auditor’] to conduct the cost audit in respect of applicable product(s) manufactured by the Company, for the financial year ending on March 31, 2026”.

12. To consider, and if thought fit, pass with or without modification, the following resolution as an **Ordinary** Resolution:

Approval for Material Related Party Transactions.

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), various applicable circulars issued by Securities and Exchange Board of India (‘SEBI’) including SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, Industry Standards on minimum information to be provided for review of the audit committee and shareholders for approval of Related Party Transactions, and the Company’s Related Party Transactions Policy and based on recommendation of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), between the Company and Fermenta USA LLC, a step-down subsidiary of the Company (‘FUSA’), for an aggregate value not exceeding ₹ 100 crores (Rupees Hundred Crores only), details of which are more descriptively set out in the explanatory statement to this resolution, on an arm’s length basis and in the ordinary course of business, on such terms and conditions as may

be agreed upon between the Company (including the Board of Directors, its committees or any person authorised by the Board) and FUSA from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, and to take all such steps as may be required in this connection including finalizing and executing necessary documents, for and on behalf of the Company, and settling all such issues, questions, difficulties or doubts whatsoever that may arise, and to take all such decisions and powers herein conferred to, without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee, director(s) or chief financial officer or company secretary or any other officer(s)/authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

13. To consider, and if thought fit, pass with or without modification, the following resolution as a **Special Resolution**:

Commission to Non-Executive Directors.

“RESOLVED THAT pursuant to the provisions of Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 including rules made thereunder (‘Act’), Regulation 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”), Articles of Association of the Company, and in terms of the recommendation of the Nomination and Remuneration Committee and the Board of Directors in the consent of members be and is hereby accorded to pay and distribute among Non-Executive Directors (including Independent Directors) of the Company such commission in such manner and proportion, as set out in the explanatory statement, upto aggregate of 1% (one per cent) of the net profits, calculated in accordance with Section 197, 198 and/or Schedule V and other applicable provisions of the Act for the financial year 2024–25.

RESOLVED FURTHER THAT the above profit-related commission shall be in addition to fees payable to the director(s) for attending the meetings of the Board or any Committee thereof as may be decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings.

RESOLVED FURTHER THAT the Board of Directors and/or Nomination and Remuneration Committee, be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any documents as may be necessary to give effect to the aforesaid resolution.”

By Order of the Board of Directors of
Fermenta Biotech Limited

Varadvinayak V. Khambete
Company Secretary
Membership No: A33861

Date: May 28, 2025
Place: Thane

Annexure to Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act').

Item No. 4

Mr. Satish Varma was appointed as a Whole-time Director of the Company (Key Managerial Personnel), designated as Executive Director for a term of three years effective from September 27, 2022, at the Annual General Meeting held on August 12, 2022. Accordingly, his tenure as Executive Director of the Company would end on September 26, 2025.

The Nomination and Remuneration Committee and Board of Directors of the Company at their respective meeting(s) held on May 28, 2025, re-appointed Mr. Satish Varma as Executive Director on the Board of Directors of the Company for a period of 3 (three) years from September 27, 2025 to September 26, 2028, subject to approval by the members at the ensuing general meeting.

The Executive Director shall act as a Key Managerial Personnel (KMP) of the Company pursuant to the provisions of Section 203 read with Section 2(51) of the Companies Act, 2013 ('Act').

The salient details of the agreement entered into between the Company and Mr. Satish Varma on May 28, 2025 ('Agreement') are as under:

- I. **Basic Salary:** Rs. 13,00,000 per month, in the scale of Rs. 13,00,000 per month to Rs. 18,00,000 per month ('Salary per month') and eligible for revision within the aforesaid scale as and when deemed fit by Nomination and Remuneration Committee of the Company.
- II. In addition to the aforesaid Salary per month, he shall also be entitled to the following perquisites:
 - a) Furnished accommodation or house rent @ 30% of Salary per month.
 - b) Reimbursement of gas, electricity and water for residence.
 - c) Medical Reimbursement: Expenses incurred for self and family as per rules of the Company subject to ceiling of one month's basic Salary per month;
 - d) Leave travel concession for self and his family subject to ceiling of one month's basic Salary per month;
 - e) Club fees: Fees of clubs, subject to a maximum of two clubs;
 - f) The Company shall provide two cars with drivers and telephone(s) at residence. Provisions of car(s) and telephone(s) at residence for use on Company's business will not be considered as perquisites;
 - g) Children Education Allowance as per rules of the Company;
 - h) Personal Accident Insurance Premium as per rules of the Company;
 - i) Reimbursement of entertainment and all other expenses actually incurred in the course of legitimate business of the Company;
 - j) Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and the Executive Director.

III. Commission:

Subject to the provisions of Section 197 of the Act and other applicable statutory provisions, the Executive Director shall be paid commission at such percentage of the net profits of the Company or such quantum as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

IV. Loss of office:

Subject to the provisions of Section 202 and other applicable provisions, if any, of the Act, the Executive Director shall be paid compensation for loss of office. However, such payment shall not exceed the remuneration which he would have earned if he had been in office for his remaining term, based on the remuneration as mentioned under the Agreement and calculated on the basis as provided in the Act. For the sake of clarity, for this clause, the term remuneration as mentioned above shall not include commission as payable under Section 197 of the Act.

V. Executive Director shall also be entitled to the following perquisites, which shall not be included in the computation of the remuneration under Schedule V to the Act:

- a) Contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service in accordance with the terms of Payment of Gratuity Act, 1972.
- c) Encashment of leave at the end of the tenure as per rules of the Company.

A brief profile of Mr. Satish Varma as required under the Listing Regulations and Secretarial Standards on General Meetings as specified by the Institute of Company Secretaries of India and approved by the Central Government is provided as an [Annexure 1](#) to this Notice along with the information required to be provided under Part II, Section II (iv) of Schedule V of the Companies Act, 2013.

The Agreement dated May 28, 2025 executed between the Company and Executive Director for the said re-appointment referred to in the proposed resolution shall be made available for inspection of the members as set out under 'Documents for inspection' in the Notes to the Notice.

Except Mr. Satish Varma, none of the Directors and the Key Managerial Personnel (KMPs) of the Company including their relatives is concerned or interested in the above appointment.

The Board of Directors of the Company recommends resolution 4 of this Notice for approval of the members of the Company, as a **Special Resolution**.

Item No. 5

Ms. Anupama Datla Desai was appointed as a Whole-time Director of the Company (Key Managerial Personnel), designated as Executive Director for a term of three years effective from September 27, 2022, at the Annual General Meeting held on August 12, 2022. Accordingly, his tenure as Executive Director of the Company would end on September 26, 2025.

The Nomination and Remuneration Committee and Board of Directors of the Company at their respective meeting(s) held on May 28, 2025, re-appointed Ms. Anupama Datla Desai as Executive Director on the Board of Directors of the Company for a period of 3 (three) years from September 27, 2025 to September 26, 2028, subject to approval by the members at the ensuing general meeting.

The Executive Director shall act as a Key Managerial Personnel (KMP) of the Company pursuant to the provisions of Section 203 read with Section 2(51) of the Companies Act, 2013 ('Act').

The salient details of the agreement entered into between the Company and Ms. Anupama Datla Desai on May 28, 2025 ('Agreement') are as under:

- I. **Basic Salary:** ₹ 10,00,000 per month, in the scale of ₹ 10,00,000 per month to ₹ 15,00,000 per month ('Salary per month') and eligible for revision within the aforesaid scale as and when deemed fit by Nomination and Remuneration Committee of the Company.
- II. In addition to the aforesaid Salary per month, she shall also be entitled to the following perquisites:
 - a) Furnished accommodation or house rent @ 30% of Salary per month;
 - b) Reimbursement of gas, electricity and water for residence.
 - c) Medical Reimbursement: Expenses incurred for self and family as per rules of the Company subject to ceiling of one month's basic Salary per month;
 - d) Leave travel concession for self and her family subject to ceiling of one month's basic Salary per month.
 - e) Club fees: Fees of clubs, subject to a maximum of two clubs;
 - f) The Company shall provide a car with driver and telephone at residence. Provisions of car and telephone at residence for use on Company's business will not be considered as perquisites;
 - g) Children Education Allowance as per rules of the Company;
 - h) Personal Accident Insurance Premium as per rules of the Company;

- i) Reimbursement of entertainment and all other expenses actually incurred in the course of legitimate business of the Company;
- j) Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and the Executive Director.

III. Commission:

Subject to the provisions of Section 197 of the Act and other applicable statutory provisions, the Executive Director shall be paid commission at such percentage of the net profits of the Company or such quantum as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

IV. Loss of office:

Subject to the provisions of Section 202 and other applicable provisions, if any, of the Act, the Executive Director shall be paid compensation for loss of office. However, such payment shall not exceed the remuneration which he would have earned if he had been in office for his remaining term, based on the remuneration as mentioned under the Agreement and calculated on the basis as provided in the Act. For the sake of clarity, for this clause, the term remuneration as mentioned above shall not include commission as payable under Section 197 of the Act.

V. Executive Director shall also be entitled to the following perquisites, which shall not be included in the computation of the remuneration under Schedule V to the Act:

- a) Contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service in accordance with the terms of Payment of Gratuity Act, 1972.
- c) Encashment of leave at the end of the tenure as per rules of the Company.

A brief profile of Ms. Anupama Datla Desai as required under the Listing Regulations and Secretarial Standards on General Meetings as specified by the Institute of Company Secretaries of India and approved by the Central Government is provided as an Annexure 1 to this Notice along with the information required to be provided under Part II, Section II (iv) of Schedule V of the Companies Act, 2013.

The Agreement dated May 28, 2025 executed between the Company and Executive Director for the said re-appointment referred to in the proposed resolution shall be made available for inspection of the members as set out under 'Documents for inspection' in the Notes to the Notice.

Except the following, none of the Directors and the Key Managerial Personnel (KMPs) of the Company including their relatives is concerned or interested in the above appointment:

Interested Director/KMPs/relative	Nature of Interest/Concern	Shareholding in Company (%)
Ms. Annupama Datla Desai	Appointee	8.70
Mr. Krishna Datla	Brother of Appointee	36.04
Ms. Preeti Thakkar	Sister of Appointee	7.61
Ms. Rajeshwari Datla	Mother of Appointee	-

The Board of Directors of the Company recommends resolution 5 of this Notice for approval of the members of the Company, as a **Special Resolution**.

Item Nos. 6, 7 and 8

The Members are requested to note that, the equity compensation schemes are effective tools to reward the talents working with the Company or its subsidiary(ies), as they help align employee interests with long-term shareholder value while creating an ownership culture that supports talent retention, motivation, and attraction for the Company's growing business.

At this juncture, the Company has transited to the next phase of leveraging market opportunities, business growth including addressing of business competitions which has resulted in consistent demand for talents for critical roles. Apart from this, emergence of new skillsets relevant for the Company's business has resulted in changed dynamics of the talent market. This has necessitated in bringing out a meaningful reward strategy for attraction of new talents and retention of both existing and new critical resources having leadership qualities or holding critical roles as required in the businesses.

In view of above, it is thought expedient to implement an employee stock option scheme wherein employee stock options (“Options”) will be granted to the eligible employees, and the equity shares of face value of ₹ 5/- (Rupees Five Only) each of the Company (“Shares”) required for the implementation of the proposed scheme, shall be sourced from secondary acquisition. The proposed scheme will not only enable the Company to reward eligible employees but, by its very design, will also generate value for shareholders. Furthermore, there will be no additional equity dilution if the Shares required under the proposed scheme are acquired through secondary acquisition by the Trust.

Further, as per Regulation 3 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (“SBEB Regulations”), where the scheme involves secondary acquisition, it shall be mandatory for the Company to implement such scheme through a trust. Accordingly, the Nomination and Remuneration Committee (“Committee”) and the Board of Directors of the Company (“Board”) have approved the draft of ‘Fermenta Biotech Limited – Employee Stock Option Scheme 2025’ (“ESOP 2025” or “Scheme”), subject to the approval of Members, in their respective meetings held on May 28, 2025 and also approved a trust deed of an irrevocable employee welfare trust of the Company namely ‘Fermenta Biotech Limited ESOP Trust’ (“Trust”). Accordingly, the ESOP 2025 shall be administered through the Trust and supervised by the Committee. The contemplated secondary acquisition shall be well within the ceiling prescribed under the SBEB Regulations.

In terms of Regulation 6 of the SBEB Regulations, the salient features of the ESOP 2025 are given as under:

a. Brief Description of the scheme:

Keeping the view of aforesaid objectives, the ESOP 2025 contemplates grant of Options to the eligible employees of the Company and/ or its subsidiary, exclusively working in India or outside India, as determined in terms of the ESOP 2025 and in due compliance of SBEB Regulations. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The eligible employees are expected to receive benefits based on their contribution to creating value for shareholders.

The Committee shall act as the Compensation Committee and shall supervise the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme. Whereas the Trust shall administer the Scheme.

b. Total number of Options to be granted:

The total number of Options to be granted under the Scheme shall not exceed 5,00,000 (Five Lakhs). Each Option when exercised would be converted into one equity share of face value of ₹ 5/- (Rupees Five Only) each fully paid-up.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Scheme remain the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

c. Identification of classes of employees entitled to participate in the scheme:

Subject to determination or selection by the Committee, following classes of employees are eligible being:

- i. an employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. a Director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group; or
- iii. an employee as defined in sub-clauses (i) or (ii), of a subsidiary company in India or outside India; but does not include
 - i. an employee who is a Promoter or belongs to the Promoter Group;
 - ii. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;
 - iii. an Independent Director.

The Committee while granting the Options to any eligible employee(s) of any subsidiary company, shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

d. Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest not earlier than the minimum vesting period of 1 (one) year and not later than maximum vesting period of 5 (Five) years from the date of grant.

The vesting of Options shall be contingent upon employee's continued employment with the Company or its subsidiary, as the case may be. In addition, the Committee, in its sole discretion, may impose specific performance criteria, the satisfaction of which shall be required for the Options to vest. The Committee shall have the authority to determine the performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative weightages to each parameter as it deems appropriate. The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the grant letter to be given to the Option grantee at the time of grant of Options.

In the event of death or permanent incapacity of an employee, the minimum vesting period of 1 (One) year shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

In case of retirement, all unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the Committee in accordance with the Company's policies and provisions of the then prevailing applicable laws.

Further, in case of an eligible employee who has been granted benefits under ESOP 2025 is deputed or transferred (including resignation in connection with transfer) to join its subsidiary company or a holding company or an associate company of the Company, prior to vesting or exercise, vesting schedule and exercise period to remain same as per the terms of the grant.

e. Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than maximum vesting period of 5 (Five) years from the date of each grant.

f. Exercise price or pricing formula:

The exercise price per Option shall be determined by the Committee. However, the exercise price per Option shall not be less than the face value of the Share of the Company.

g. Exercise period and the process of exercise:

The exercise period for vested Options shall be a maximum of 3 (Three) years commencing from the date of each vesting or such other shorter period as may be prescribed by the Committee at the time of grant. In case of death or permanent incapacity, the Committee may, at its discretion, allow such additional period for exercise which shall not be more than 12 months from the original prescribed exercise period.

The vested Options shall be exercisable by eligible employee(s) by a written application to the Trust/ Company expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the eligible employee(s). The Options shall lapse if not exercised within the specified exercise period.

h. Appraisal process for determining the eligibility of employees under the scheme:

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like grade, criticality, skills, potential contribution, and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

i. Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options under the Scheme that may be granted to each employee per Grant and in aggregate (taking into account all grants) vary depending upon the designation and the appraisal/ assessment process, however, shall not exceed 2,94,300 (Two Lakh Ninety Four Thousand and Three Hundred only) Options at the time of grant.

j. Maximum quantum of benefits to be provided per employee under the scheme:

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

k. Route of the scheme implementation:

The Scheme shall be implemented and administered by the Trust of the Company.

l. Source of acquisition of shares under the scheme:

The Scheme contemplates acquisition of Shares not exceeding 5,00,000 (Five Lakhs) from the secondary acquisition through the Trust.

m. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid-up capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

In addition to the loan to be given by the Company, there is surplus fund lying in the Trust's account after discharge of all outstanding liabilities, including repayment of loans availed from the Company from time to time. These surplus funds may, therefore, be utilized for acquiring shares under the proposed Scheme, in accordance with applicable laws and for the benefit of the employees.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for the purposes of the Scheme.

n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:

The maximum number of Shares that may be acquired by way of secondary acquisition under ESOP 2025 shall not exceed 5,00,000 (Five Lakhs) equity shares which shall be well within the statutory limit as prescribed under the SBEB Regulations.

o. Accounting and Disclosure Policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Boards' Report.

r. Period of lock-in:

The Shares issued/ transferred pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, shall apply.

s. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the scheme:

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of draft Scheme of ESOP 2025 shall be made available for inspection of the members as set out under 'Documents for inspection' in the Notes to the Notice.

None of the Directors and Key Managerial Personnel of the Company, including their relatives, is interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under ESOP 2025.

In this background, the Company seeks your approval by way of a **Special Resolution** pursuant to:

- i. Section 62(1)(b) of the Companies Act, 2013 read with Regulation 3 and Regulation 6 of SBEB Regulations, for the implementation of ESOP 2025 through Trust route, in resolution 6; and
- ii. Regulation 6(3)(c) of the SBEB Regulations, a separate resolution, for extending and granting the Options under the Scheme to the eligible employees of its subsidiary company, working in India or outside India, in resolution 7; and
- iii. Regulation 6(3)(a) of the SBEB Regulations, a separate resolution, for secondary acquisition of 5,00,000 (Five Lakhs) equity shares by Trust under the Scheme, in resolution 8.

Item No. 9

The Members are requested to note that, the Company intends to implement equity compensation scheme namely 'Fermenta Biotech Limited – Employee Stock Option Scheme 2025' ("ESOP 2025" or "Scheme") for which approval is sought from the members in separate resolutions as stated in the AGM Notice. This proposed Scheme shall be administered through an irrevocable employee welfare trust of the Company namely 'Fermenta Biotech Limited ESOP Trust' ("Trust"). The proposed Scheme contemplates acquisition of equity shares of face value of ₹ 5/- (Rupees Five Only) each fully paid-up ("Shares") of the Company from secondary acquisition through the Trust.

The Members to further note that, for facilitating acquisition, the amount of loan to be provided by the Company under the Scheme shall not exceed 5% (Five percentage) of the aggregate of the paid-up capital and free reserves of the Company being the statutory ceiling as per the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the SBEB Regulations.

The loan provided by the Company shall be interest free with tenure of such loan based on tenure of the Scheme and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

In addition to the loan to be given by the company, there is surplus fund lying in the Trust's account after discharge of all outstanding liabilities, including repayment of loans availed from the Company from time to time. These surplus funds may, therefore, be utilized for acquiring shares under the proposed Scheme, in accordance with applicable laws and for the benefit of the employees.

Necessary details in this regard are provided as under:

i. The class of employees for whose benefit the Scheme is being implemented and money is being provided for acquisition of the Shares:

Following classes of employees and directors (collectively referred to as "Employees") are eligible being:

- i. an employee as designated by the company, who is exclusively working in India or outside India; or
- ii. a Director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group; or
- iii. an employee as defined in sub-clauses (i) or (ii), of a subsidiary company in India or outside India.

but does not include

- i. an employee who is a Promoter or belongs to the Promoter Group;
- ii. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company;
- iii. an Independent Director.

ii. The particulars of the Trustee or employees in whose favour such Shares are to be registered:

It is contemplated that Trust / designated trustee shall acquire and hold the Shares of the Company in due compliance of the SBEB Regulations and Companies Act, 2013. An Employee shall be a registered owner of Shares pursuant to exercise of vested Options and transfer of corresponding number of Shares by the Trust / trustee.

iii. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

The Trust is in the nature of an irrevocable employee welfare trust with the name 'Fermenta Biotech Limited ESOP Trust' ("Trust") having its principal office at A-1501, Thane One, DIL Complex, Ghodbunder Road, Thane, West, 400610.

Details of the Trustee:

S. No	Name	Address	Occupation	Nationality
1	Mr. Suryanarayana Alluri	C/502, Sea Crown, Charkop, Om Sankalp Chs. Ltd., Near Charkop Police Station, Sector – 8, Kandivali (West), Mumbai – 400067	Service	Indian
2	Mr. Vedprakash Gupta	501/3, Dahlia, Vasant Valley, Gandhare, Kalyan (W)– 421301	Service	Indian
3	Ms. Dhanya Ajit	IV / 602, Sarvodaya Ashish, Cholegaon, Thakurli (E), Dombivili, Thane Dist. Pin – 421201	Service	Indian

None of Trustees has any relationship with the promoters, directors, or key managerial personnel of the Company.

iv. Any interest of key managerial personnel, directors or promoters in such Scheme or trust and effect thereof:

Promoters are not eligible to be covered under the Scheme. However, Key Managerial Personnel and Directors (excluding independent directors) may be covered under the Scheme in due compliance with relevant applicable SBEB Regulations.

v. The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme:

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

vi. The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme would be exercised:

The trustee of the Trust shall not vote in respect of Shares held in the Trust as per extant SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/ her upon exercise.

None of the directors and/ or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Scheme.

In this background, the Company seeks your approval by way of a **Special Resolution** as set forth in resolution 9 of the Notice, in terms of Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the SBEB Regulations, for approving provision of money by the Company for purchase of its own Shares by the Trust for the implementation of the Scheme.

Item No. IO

Pursuant to the Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any (“Act”), the Audit Committee and the Board of Directors at their respective meetings held on May 28, 2025 have approved, appointment of Mr. Vinayak Deodhar (FCS No. 1880, COP No. 898) from V. N. Deodhar & Co., Company Secretaries, Peer Reviewed Company Secretary in Practice, as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years effective from April 1, 2025 till March 31, 2030, subject to approval of Members of the Company.

Mr. Vinayak Deodhar (FCS No. 1880, COP No. 898) from V. N. Deodhar & Co., Company Secretaries, has over three decades of experience in the field of secretarial practice including secretarial audit, corporate laws & taxation, securities law, corporate governance, and secretarial compliance. Over the years, Secretarial Auditor has provided services to various companies and clients from diverse industries. V. N. Deodhar & Co. is peer reviewed in terms of the guidelines issued by the ICSI.

Over past several years, V. N. Deodhar & Co. has demonstrated expertise and proficiency in handling secretarial audits of the Company till date.

V. N. Deodhar & Co., has consented to the said appointment and confirmed that the appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India and that they are not disqualified to be appointed as Secretarial Auditor in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the Listing Regulations read with relevant SEBI Circular.

The Remuneration to be paid to the Secretarial Auditor shall be ₹ 2,00,000/- (Rupees Two Lakh only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the above; provided that the Audit Committee is authorized to approve any change in the aforesaid remuneration for the financial years subsequent to March 31, 2026.

The Audit Committee and the Board of Directors have approved and recommended the aforesaid proposal for approval of Members taking into account the Secretarial Auditor's knowledge, expertise and industry experience, and the proposed fee is after taking into consideration the same along with the time and efforts required to be put in by the Secretarial auditor, which is in line with the industry standards. The payment for services in the nature of certifications and other professional work as allowed by applicable law will be in addition to the Secretarial audit fee and shall be determined by the Board (which term includes Audit Committee or the person authorized by the Board).

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends resolution 10 of this Notice for approval of the members of the Company, as a **Ordinary Resolution**.

Item No.II

Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (as amended from time to time) provides that the remuneration of the Cost Auditor as recommended by the Audit Committee shall be considered and approved by the Board of Directors of the Company, and thereafter ratified by the members of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Joshi Apte & Associates, Cost Accountants [Firm Registration Number-00240], as Cost Auditors of the Company and their remuneration of ₹ 2,75,000/- (Rupees Two Lakhs Seventy-Five Thousand only) for the financial year 2025-26 plus taxes as applicable. All out of pocket expenses in relation to the said Cost Audit shall be reimbursed to the Cost Auditor as per actuals. The Board of Directors recommends resolution 11 of this Notice for approval of the members of the Company, as an **Ordinary Resolution**.

None of the Directors and the Key Managerial Personnel of the Company, including their relatives, is in anyway interested or concerned in this resolution.

Item No. 12

The Members are informed that:

The Company has a wholly-owned subsidiary named Fermenta Biotech USA LLC incorporated in state of Delaware in United States of America ("FBU"). FBU holds 52% membership interest in Fermenta USA LLC ("FUSA"), a limited liability company based in Texas, USA. Accordingly, FUSA is a step-down subsidiary of the Company, a 'Related Party' as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). FUSA is, *inter alia*, in the domain of human and animal nutrition. The Company sells its products to FUSA for sale and distribution in the foreign markets.

Pursuant to the provisions of Regulation 23(4) and other applicable regulations of Listing Regulations, all material Related Party Transactions and subsequent material modifications as defined by the audit committee require prior approval of the members through resolution, and no related party shall vote to approve such resolution. For this purpose, a transaction with a related party shall be considered 'Material' if transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed ₹ 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower ("Material RPT").

It is in the business interest of the Company to have members' approval in place for entering into Material RPT with FUSA. Therefore, it is proposed by the Audit Committee to seek members' approval for entering into Material RPT with FUSA for sale of Company's Products to FUSA, upto an amount of ₹ 100 crore in one or more transactions. The said limits/threshold of ₹ 100 crore shall be subject to provisions regarding material modifications as per Company's Related Party Transactions Policy and accordingly, the audit committee of the Company is authorised to approve any modification or variation (including upward variation) in the limits of ₹ 100 crore upto the extent of less than 20% of it. Any modification or variation of 20% or more in the limits/threshold of ₹ 100 crore shall require approval of the members as per the statutory provisions.

The members' approval granted under this resolution shall be valid upto the date of the next AGM (2026) and for a period not exceeding fifteen months from the date of approval as per Industry Standards on minimum information to be provided for review of the audit committee and shareholders for approval of Related Party Transactions ('Industry Standards') read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("Master Circular").

All members of the Audit Committee of the Company have granted approval for entering into the said Material RPT with FUSA. Summary of information provided by the management to the Audit Committee as per Master Circular is set out below.

Sr.	Particulars	Details
1	Type, material terms and particulars of the proposed transaction	Sale of Company's products.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Fermenta USA LLC ("FUSA"), a limited liability company based in Texas, USA. FUSA is Company's step-down subsidiary. Company's wholly-owned subsidiary viz. Fermenta Biotech USA LLC holds 52% of membership interest in FUSA.
3	Tenure of the proposed transaction (particular tenure shall be specified);	Valid upto the date of the next AGM (2026) and for a period not exceeding fifteen months from the date of approval.
4	Value of the proposed transaction	Upto ₹ 100 crore (subject to authority to Audit Committee for modification (including upward variation) as stated above.)
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction; (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Value of the proposed transaction is around 21% of the Company's annual consolidated turnover for FY 2024-25. Value of the proposed transaction is around 200% of FUSA's annual turnover on a standalone basis for FY 2024-25.
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: (i) details of the source of funds in connection with the proposed transaction; (ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, – nature of indebtedness; – cost of funds; and – tenure. (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable
7	Justification as to why the RPT is in the interest of the listed entity	FUSA will help the Company with greater operational capabilities to enhance Company's footprint in the USA market and other markets and to develop larger customer base. Among other benefits, the sale of Company's products through FUSA helps the Company to cater foreign markets, especially North American and Latin American markets, by supplying the products in competitive timelines i.e. reduction in the transport time. The transactions with FUSA are directly linked to the Company's sales and profits and therefore are crucial for the Company's business.
8	A copy of the valuation or other external party report, if any such report has been relied upon	Valuation is not applicable.
9	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Consolidated turnover of FUSA is not applicable. Value of the proposed transaction is around 200% of FUSA's annual turnover on a standalone basis for FY 2024-25.
10	Any other information that may be relevant	Nil

The information required to be placed before the shareholders as per Industry Standards are annexed as [Annexure 2](#).

Mr. Prashant Nagre, Managing Director, Mr. Satish Varma, Executive Director, and Mr. Sumesh Gandhi, Chief Financial Officer are managers in FUSA. Except to the extent of their managership in FUSA and shareholding and key managerial position in the Company, none of the Directors and Key Managerial Personnel and their relatives, are concerned or interested in this Resolution.

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve this resolution. The Board of Directors recommends resolution 12 of this Notice for approval of the Members as **Ordinary Resolution**.

Item No. 13

The members are informed that subject to the provisions of Section 197, 198 of the Act read with Schedule V of the Act and Regulation 17(6) of the Listing Regulations, Non-Executive Directors ('NEDs') of the Company can be paid remuneration including profit related commission (even if it is in excess of the aggregate limits prescribed by Section 197 of the Act) with the requisite approval of the members of the Company. Accordingly, the Nomination and Remuneration Committee and the Board of directors, at their respective meetings held on May 28, 2025, have recommended for members' approval the commission aggregating upto 1% (one per cent) of the net profits, calculated in accordance with Section 197, 198 and/or Schedule V and other applicable provisions of the Act, for the financial year 2024-25, notwithstanding that the said commission may be in excess of the aggregate limits prescribed by Section 197 and Schedule V of the Act.

As on date of this Notice, there are 5 (five) NEDs on the Company's Board of Directors including 4 (four) independent directors. The Commission to them is proposed in view of the contribution made by NEDs to the Company in their respective areas of competency and expertise and in value adding and advancing the decisions of the Board by aligning with the overall objectives and vision of the Company.

The members are requested to accord their approval to pay the aforesaid Commission to those NEDs (including Independent Directors) of the Company who were directors of the Company as on March 31, 2025. The Board of Directors recommends resolution 12 of this Notice for approval of the Members of the Company as a **Special Resolution**.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor.

Except NEDs in their capacity as directors and to the extent of their shareholding and commission payable to them vide this resolution (if approved), none of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the resolution.

By Order of the Board of Directors of
Fermenta Biotech Limited

Varadvinayak V. Khambete
Company Secretary
Membership No: A33861

Date: May 28, 2025
Place: Thane

Brief profile of directors being as required under sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard.

Name of the Director	Mr. Satish Varma DIN: 00003255 Executive Director	Ms. Anupama Datla Desai DIN: 00217027 Executive Director
Age	55 years	46 years
Date of first appointment on the Board	July 01, 2003	September 27, 2019
Qualifications	Computer Science	Post-Graduate in Biotechnology from Mumbai University and Science Graduate from Boston College, USA.
Experience and Area of specialization	<p>Mr. Satish Varma began his career at FBL group in 1995 and has since gained over 30 years of extensive and diverse operational, management and legal experience across the full scope of the Company. He was instrumental in the Solvay demerger in 2000 as well as Crocin brand sale in 1996; events that have shaped the current strategic platform of the Company.</p> <p>Highly enterprising and analytical, he led various projects at FBL. He took direct operational responsibility of the Vitamin D3 business in 1998 and has led to its growth.</p>	<p>Ms. Anupama Datla Desai commenced work in 2006 by joining FBL group and since then, her knowledge and in-depth experience which she gained over the years, have contributed in various business areas including R&D, quality control and implementation of safety policies and procedures across the organization. She is the author of various patent applications filled by the Company. She is in charge of introducing and implementing new technology platforms into the Company and also spearheads the new business development, customer interaction and marketing in India and overseas.</p>
Number of meetings of the Board of the Company attended during FY 2024- 25	7	7
Directorship held in other companies	<ul style="list-style-type: none"> ● Fermenta Biotech (UK) Limited ● Fermenta USA LLC ● Fermenta Biotech USA LLC 	<ul style="list-style-type: none"> ● Dupen Laboratories Private Limited; ● Lacto Cosmetics (Vapi) Pvt. Ltd.
Chairmanships/ Memberships of Committee of other Company's Boards	Nil. (No resignation from any listed entity in past 3 years)	Nil. (No resignation from any listed entity in past 3 years)
Terms and conditions of appointment along with remuneration proposed to be paid and Remuneration last drawn	As stated in the explanatory statement to the Notice	As stated in the explanatory statement to the Notice
Shareholding of Director (FV of ₹ 5/- each) (as on March 31, 2025)	34,53,325	25,61,265
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	As stated in the explanatory statement to the Notice.

Information as required to be provided under Part II, Section II (iv) of Schedule V of the Companies Act, 2013 and other relevant information in relation to appointment/re-appointment and remuneration of directors:

1. General Information:

- (1) Nature of industry: Pharmaceutical.
- (2) Date or expected date of commencement of commercial production: The company got engaged in commercial production shortly after its original incorporation.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- (4) Financial performance based on given indicators:

(Rs. In Lakhs)

Financial Parameters	Financial Year ended on		
	March 31, 2025	March 31, 2024	March 31, 2023
Total Income	44,220.95	31,524.46	33,737.66
Total Expenses	36,778.91	31,085.22	33,576.46
Profit/(Loss) for the year	6,761.54	(1,874.33)	(5,700.32)

- (5) Foreign investments or collaborations, if any.: The Company has subsidiaries in Germany, the United States of America and the United Kingdom, the details of which are provided in Annexure 1 to the Board's Report.

2. Information about the appointee:

- (1) Background details: Brief profile of directors is provided in the previous table.
- (2) Past remuneration: As provided in the Annexure 3 to the Board's report.
- (3) Recognition or awards:

Under the leadership of directors, the Company has received the following recognitions/ awards among others:

- Excellence in Research & Development Award for VITADEE™ Green at Fi India 2024.
- Outstanding Supply Chain Performing Team- Fermenta Biotech Limited at 10th Edition of Pharma Supply Chain Leadership Awards.
- The Pride of Maharashtra – Best Innovation of the year 2025 in manufacturing sector for VITADEE™ GREEN at 14th Edition of Pride of India Maharashtra Awards.

- (4) Job profile and his suitability: As provided in the brief profile of the directors set out in the previous table and the explanatory statement to the Notice.
- (5) Remuneration proposed: As provided in the explanatory statement to the Notice.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Considering their expertise and overall experience for last several years in the Company's operations and expansions, it is difficult to compare such remuneration profile with others.

- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: There is no pecuniary relationship directly or indirectly with the Company except the remuneration and details mentioned in the related party transactions in the financial statements. Relationship with other directors and key managerial personnel are as stated in the explanatory statement to the notice.
- (8) Details of shares held by the director are provided in the above table.

3. Other information

- (1) Reasons of loss or inadequate profits: External factors like geopolitical instabilities, competition, inflationary pressures leading to decline in the consumption of supplements including vitamins may affect the revenues and its profitability, and the manner of calculation of eligible profits for managerial remuneration as specified in Section 198 of the Companies Act, 2013 may result in inadequacy of profits, and would necessitate the payment of remuneration in excess of the limits specified in Section 197 of the Companies Act, 2013.
- (2) Steps taken or proposed to be taken for improvement: The Company has, inter alia, adopted the following measures to further improve the profitability: Enhanced customer offerings; Augmenting the existing ingredient basket with value-added products like Vitamin K1 and plant-source vitamin D3; Strengthening its sourcing, production, and sales and marketing functions; Technology upgradation by way of investing in state-of-the-art machinery to meet stringent quality requirements of customers; and Cost control in all areas and focus on significant improvements in operating costs.
- (3) Expected increase in productivity and profits in measurable terms: Although the Company faced challenging situation over last few years mainly because of the geopolitical instabilities and inflationary pressures, FY 2024-25 was a year of financial rebound. The Company registered a net profit of Rs. 67.62 crores in FY 2024-25 against the loss of Rs. 18.74 crores in FY 2023-24. While past performance does not guarantee future results, barring external shocks and unexpected events and risks over which the Company has no control, the Company expects to achieve the growth levels in productivity and profits when such productivity and profits are measured against the levels witnessed in the prior profitable years. Further, the Company expects an increase in the demand for its products. New projects/products should also help the Company earn revenues.
- (4) The directors being appointed do not draw any remuneration or commission in any other capacity other than being executive directors or from any other company. The Company has Nomination and Remuneration Policy in place for directors and other employees covered under the same. The Company has remuneration policy for all classes of employees commensurate with their respective qualification, experience, nature of work, position and other relevant criteria.

Information pursuant to Industry Standards on minimum information to be provided for review of the audit committee and shareholders for approval of Related Party Transactions ('RPT')

A. Details of the related party and transactions with the related party

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A1	Basic details of the related party		
1.	Name of the related party	Fermenta USA LLC	Approved
2.	Country of incorporation of the related party	The United States of America	Approved
3.	Nature of business of the related party	Human and animal nutrition	Approved
A2	Relationship and ownership of the related party		
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Fermenta USA LLC ("FUSA"), a limited liability company based in Texas, USA. FUSA is company's step-down subsidiary. Company's wholly-owned subsidiary, Fermenta Biotech USA LLC, holds 52% of membership interest in FUSA.	Approved
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	As above	Approved
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	NIL	Approved
A3	Financial performance of the related party		
7.	Standalone turnover of the related party for each of the last three financial years:		Approved
	FY 2024-2025	₹ 5,035.73 Lakhs	
	FY 2023-2024	₹ 2,745.67 Lakhs	
	FY 2022-2023	₹ 3,554.92 Lakhs	
8.	Standalone net worth of the related party for each of the last three financial years:		Approved
	FY 2024-2025	₹ (1,070.70) Lakhs	
	FY 2023-2024	₹ (908.87) Lakhs	
	FY 2022-2023	₹ 54.89 Lakhs	

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
9.	Standalone net profits of the related party for each of the last three financial years:		Approved
	FY 2024-2025	₹ (116.49) Lakhs	
	FY 2023-2024	₹ (983.45) Lakhs	
	FY 2022-2023	₹ (506.88) Lakhs	
A4	Details of previous transactions with the related party		
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. Note: Details need to be disclosed separately for listed entity and its subsidiary.	-	Approved
	FY 2024-2025	-	Approved
	S. No. Nature of Transactions Amount (in ₹)		
	Sale of Products 28,89,90,252.83		
	FY 2023-2024		
	S. No. Nature of Transactions Amount (in ₹)		
	Sale of Products 6,36,49,438.70		
	FY 2022-2023		
	S. No. Nature of Transactions Amount (in ₹)		
	Sale of Products 13,47,34,571.20		
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	₹ 7,92,65,455.4 since April 1, 2025 till the date of approval of the Audit Committee i.e. May 28, 2025.	Approved
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes	Approved
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Nil	Approved
A5	Amount of the proposed transactions (All types of transactions taken together)		
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Upto ₹ 100 crores.	Approved
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes.	Approved

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	21%	Approved
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	N.A.	Approved
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	200%	Approved

B. Details for specific transactions

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
B1	Basic details of the proposed transaction (In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of goods.	Approved
2.	Details of the proposed transaction	Sale of Company's products to FUSA for sale and distribution in the foreign markets.	Approved
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Valid up to the date of the next AGM (2026) and for a period not exceeding fifteen months from the date of approval.	Approved
4.	Indicative date / timeline for undertaking the transaction	As and when required during the tenure.	Approved
5.	Whether omnibus approval is being sought?	Yes.	Approved
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Upto ₹ 100 crores.	Approved

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
7.	<p>Whether the RPTs proposed to be entered into are:</p> <p>i not prejudicial to the interest of public shareholders, and</p> <p>ii going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party</p>	<p>Certificate from the CEO or CFO or any other KMP of the listed entity and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards).</p>	Approved
8.	<p>Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.</p>	<p>FUSA will help the Company with greater operational capabilities to enhance Company's footprint in the USA market and other markets and to develop larger customer base. Among other benefits, the sale of Company's products through FUSA helps the Company to cater foreign markets, especially North American and Latin American markets, by supplying the products in competitive timelines i.e. reduction in the transport time.</p> <p>The transactions with FUSA are directly linked to the Company's sales and profits and therefore are crucial for the Company's business.</p>	Approved
9.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</p>	<p>Mr. Prashant Nagre, Managing Director, Mr. Satish Varma, Executive Director, and Mr. Sumesh Gandhi, Chief Financial Officer are managers in FUSA.</p>	Approved
a.	Name of the director / KMP	As per above	
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL	

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	NIL	Approved
a)	Name of the director / KMP/ partner	NIL	
b)	Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	NIL	
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NIL	No such report has been considered considering the nature of transaction.
12.	Other information relevant for decision making.	NIL	
B2	Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction –		
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	N.A.	-
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	N.A.	-
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	N.A.	-
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	N.A.	-
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	N.A.	-
B3	Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary – Not Applicable		
B4	Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary – Not Applicable		

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
B5	Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary – Not Applicable		
B6	Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary – Not Applicable		
B7	Additional details for proposed transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate – Not Applicable		
B8	Additional details for transactions relating to payment of royalty – Not Applicable		

The Audit Committee has confirmed that relevant disclosures for decision-making were placed before the Committee, and the Committee has determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders. The Audit Committee at its meeting held on May 28, 2025 had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Company as required under Para 3(2)(b) of these Standards. The Audit Committee has confirmed that the transaction involves sale of Company's products to the related party for further sale and distribution and the nature of this transaction is such that it does not require bids to be invited. Referring to the justification provided above, the terms of aforesaid RPT are beneficial to the shareholders.

Notes:

- Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 03/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 followed by Circular Nos. 10/2022, 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as **"MCA Circulars"**) and 'SEBI' Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with earlier circulars in this regard (hereinafter referred to as **"SEBI Circular"**), holding of Annual General Meeting (**"AGM"**) is permitted through Video Conferencing or Other Audio Visual Means (**"VC/OAVM"**), without the physical presence of the Members at a common venue. Hence, the 73rd AGM of the Company is being held through VC/OAVM only and Members can attend and participate in the same through VC/OAVM. In accordance with the Secretarial Standard-2 (**"SS-2"**) on General Meetings issued by the Institute of Company Secretaries of India (**"ICSI"**) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.
- Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act read with MCA Circulars and any other applicable law.
- The Board of Directors considered and decided to include the Special Businesses specified above. The relevant Explanatory Statement pursuant to Section 102 of the Act with respect to the special business items set out in the AGM Notice (**"Notice"**) is annexed and the relevant Explanatory Statement shall form part of the resolution concerned. Further, additional information as required under Listing Regulations and Circulars issued thereunder is also annexed.
- The profile of directors recommended for re-appointment at the AGM, as required by Listing Regulations and SS-2, is furnished herewith along with the Notice. The necessary statutory consent(s) and declaration(s) have been received by the Company from directors'.
- Since this AGM is being held through VC/OAVM, physical attendance of members has been dispensed with pursuant to MCA Circulars and SEBI Circulars. Therefore, the facility to appoint a proxy to attend and/or cast vote for a member is not available for this AGM. The proxy form, attendance slip and route map are not annexed to this Notice.
- Pursuant to the provisions of Section 112 and 113 of the Act read with the MCA Circulars, corporate/entity members are entitled to attend and participate in the AGM through VC/OAVM and cast their votes through electronic voting (**"e-Voting"**). Corporate/entity members are required to send a certified copy of its board resolution or governing body resolution or duly executed authority letter / power of attorney (collectively referred as **"Authorization letter"**) in .pdf or .jpg format, authorizing its representative to attend

the AGM through VC/OAVM on its behalf and to vote through remote e-Voting or e-Voting. The said Authorization letter shall be sent to the Scrutinizer appointed by the Board of Directors of the Company viz. Mr. V. N. Deodhar (Membership No. FCS 1880), Proprietor of V. N. Deodhar & Co., Practising Company Secretaries, by email from their registered email address to vndeodhar@gmail.com with copies marked to the Company at ls@fermentabiotech.com.

7. Dividend related information:

- A. Updation of members' details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company / Registrar & Transfer Agents viz. MUFG Intime India Private Limited ("R&T Agent"/"MIPL") to record additional details of members, including their PAN details, email address, bank details for payment of dividend for the said updation. Members who have not shared the said information are requested to furnish the above details to the Company / its R&T Agent i.e. in case of shares held in physical mode or to their Depository Participant(s) ("DP") in case of shares held in Dematerialisation ("Demat") mode.
- B. Members are hereby informed that pursuant to Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, (IEPF Rules), dividend which is remaining unpaid / unclaimed by Members for a period of seven consecutive years and corresponding shares shall be transferred to Investor Education and Protection Fund ("IEPF"). During FY 2024-25, unclaimed final equity dividend for the financial year 2016-17 (₹ 81,770) been transferred to IEPF. Correspondingly, 15,595 shares have also been transferred to IEPF.

The details of shares (including FY 2016-17) already transferred to IEPF are available on Company's website at <https://fermentabiotech.com/transfer-of-shares-to-iepf.php>. Members whose dividend(s) and/or shares have been transferred to IEPF can now claim their dividend(s) and/or shares from the IEPF Authority by following the 'Procedure to claim Refund' as detailed on the website of IEPF Authority at <https://www.iepf.gov.in/IEPF/refund.html>

The details of Members whose dividends are lying unpaid/ unclaimed with the Company as on March 31, 2025, are available on the Company's website at <https://fermentabiotech.com/dividends-bonus-split-buyback.php>. The due dates for transfer of unclaimed/unpaid dividends of the financial year 2017-18 and thereafter are as available at <https://fermentabiotech.com/dividends-bonus-split-buyback.php>.

All shares in respect of which equity dividend for FY 2017-18 has remained unpaid or unclaimed for seven consecutive years or more shall be transferred by the Company to IEPF by November 03, 2025 along with the unpaid or unclaimed dividend thereon from final equity dividend for financial year 2017-18 onwards. The Company sends individual intimation letters to concerned Members along with advertisement in the newspapers seeking action from the concerned Members. The details of such Members along with their unpaid/unclaimed dividends and corresponding shares due for transfer to IEPF by November 03, 2025 will be made available on the website of the Company i.e. <https://fermentabiotech.com/dividends-bonus-split-buyback.php>. Members are requested to claim their unencashed final dividend for the financial year 2016-17 and dividends declared thereafter, if any, by writing a letter to the Company or R&T Agent on or before Tuesday, September 30, 2025.

A. Deduction of tax at source on Final Dividend payout:

Dividend of ₹ 2.50 per equity share of ₹ 5 each, if approved, will be paid to those members / beneficial owners whose names appear in the Register of Members as on Record Date Wednesday, August 06, 2025 by electronic transfer to those members who have furnished bank account details to the Company / R&T Agent. Members who have not registered their Electronic Clearing Service (ECS) are requested to register the same with R&T Agent at the earliest. The said Dividend, if approved at the AGM, will be paid to the members on or before Friday, August 22, 2025. As per SEBI master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 the physical security holder(s) whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible for any payment of dividend in respect of such folios, only through electronic mode with effect from April 01, 2024. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature ("KYC"). All Members are requested to update their required details. In the event the Company is unable to pay the dividend to any member directly in their registered bank accounts through ECS or any other electronic means, subject to specific mandate otherwise issued by SEBI, the Company shall dispatch the demand draft to such member(s), as soon as possible.

In accordance with the provisions of the Income Tax Act, 1961 (for the purpose of this note, hereinafter referred to as 'the Act') as amended by and read with the provisions of the Finance Act, 2020, with effect from April 01, 2020, dividend declared and paid by the Company is taxable in the hands

of the members. The Company shall, therefore, be required to deduct tax at source ("TDS") from dividend paid to the members at the applicable rates.

The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act.

Please note that since the dividend shall be approved in the forthcoming AGM, it will be taxable to the shareholder in FY 2025-26. Thus, all the details and declarations furnished should pertain to FY 2025-26.

The TDS provisions for various categories of members along with required documents are provided below:

(i) For Resident Members:

Category of Shareholder	Tax Deduction Rate	Exemption Applicability and Documents required
Any resident shareholder	10%	<p>Please update the PAN, if not already done, with depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents – MUFG Intime India Private Limited (in case of shares held in physical mode).</p> <p>Deduction of taxes shall not be applicable in the following cases –</p> <ul style="list-style-type: none"> ● If dividend income to a resident Individual shareholder during FY 2025-26 does not exceed ₹10,000/-, ● If shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same.
Submission of Form 15G/ Form 15H	Nil	Eligible Shareholder shall provide Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years) – provided that all the prescribed eligibility conditions are met.
Order under Section 197 of the Act	Rate provided in the order	Lower / NIL withholding tax certificate obtained from Income Tax authorities.
Insurance Companies: Public & Other Insurance Companies	Nil	Self-declaration that it has full beneficial interest with respect to shares owned, along with self-attested copy of PAN card and self-attested copy of registration certificate.
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income- tax on its income	Nil	A self-declaration that dividend receivable by them is exempt from tax under Section 196 or other relevant provisions of the Income-tax Act, 1961; and Self-attested copies of documents in support of the claim.
New Pension System Trust	Nil	Documentary evidence that the Trust is established in India and is the beneficial owner of the share/ shares held in the Company; and its income is exempt under Section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882; and it is submitting self-attested copy of the PAN card and self-attested copy of the registration certificate, as applicable.

Category of Shareholder	Tax Deduction Rate	Exemption Applicability and Documents required
Mutual Funds	Nil	Documentary evidence that the person is covered under Section 196 of the Act and a self- declaration that they are governed by the provisions of Section 10(23D) of the Act along with self-attested copy of registration certificate and self-attested copy of PAN.
Alternative Investment fund	Nil	Documentary evidence that the person is covered by Notification No. 51/2015 dated 25 June 2015 and a declaration that its income is exempt under Section 10(23FBA) of the Act, and they are established as Category I or Category II AIF under the SEBI regulations. Self-attested copy of registration certificate and self-attested copy of PAN should be provided.
Other resident shareholder without PAN/ Invalid PAN/ Inoperative PAN	20%	-

Please Note that:

- A valid Permanent Account Number (“PAN”) will be mandatorily required. If, as statutorily required, any PAN is found to have not been linked with Aadhar number, then such PAN will be deemed invalid, and TDS would be deducted at higher rates under Section 206AA of the Act. We request you to inform us well in advance, if you have not linked your Aadhar with PAN as provided in Section 139AA (2) read with Rule 114AAA. The Company reserves its right to recover any demand raised subsequently on the Company for not informing the Company or providing incorrect information about the applicability of Section 206AA in your case.
- Where the PAN is either not available or is invalid, tax shall be deducted at the rate prescribed as per Section 206AA of the Act or 20%, whichever is higher.
- Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

(ii) For Non-Resident Members:

Category of Shareholder	Tax Deduction Rate	Exemption Applicability and Documents required
Non-resident members	20% (plus applicable surcharge and cess)	Non-resident members may opt for tax rate under the Tax Treaty. The Tax Treaty rate shall be applied for tax deduction at source on submission of the following documents to the company:
		(i) Self-attested copy of PAN card, if any, allotted by the Indian income tax authorities.
		(ii) Self-attested copy of Tax Residency Certificate (“TRC”) covering the financial year 2025-26 and obtained from the tax authorities of the country of which the shareholder is resident.
		(iii) Self-declaration in Form 10F (refer format), if all the details required in this form are not mentioned in the TRC.
		(iv) Self-declaration (refer format) by the non-resident shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement (non-resident having Permanent Establishment in India would need to comply with provisions of Section 206AB of the Act).
		(v) In the case of Foreign Institutional Investors and Foreign Portfolio Investors, self- attested copy of SEBI registration certificate.
		(vi) In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 – Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA).

Category of Shareholder	Tax Deduction Rate	Exemption Applicability and Documents required
		TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided or if any document is not in order. The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and are in accordance with the provisions of the Act.
Non-resident members Submitting Order under Section 195(3) /197 of the Act	20% (plus applicable surcharge and cess) Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.
Tax resident of any notified jurisdictional area	30% (plus applicable surcharge and cess)	Where any shareholder is a tax resident of any Country or territory notified as a notified jurisdictional area under Section 94A(1) of the Act, tax will be deducted at source at the rate of 30% or at the rate specified in the relevant provision of the Act or at the rates in force, whichever is higher, from the dividend payable to such shareholder in accordance with Section 94A(5) of the Act.

Note:

Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

To summarise, dividend will be paid after deducting the tax at source as under:

- NIL for resident members receiving dividend up to ₹ 5,000 or in case Form 15G / Form 15H (as applicable) along with self- attested copy of the PAN card is submitted.
- 10% for other resident members in case copy of PAN card are provided/available.
- 20% for resident members if copy of PAN card is not provided / not available.
- Tax will be assessed on the basis of documents submitted by the non-resident members.
- 20% plus applicable surcharge and cess for non-resident members in case the relevant documents are not submitted.
- Lower/ NIL TDS on submission of self-attested copy of the valid certificate issued under Section 197 of the Act.

In terms of Rule 37BA of Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed by the Rules.

In case tax on dividend is deducted at a higher rate in the absence of receipt or defect in any of the aforementioned details / documents, shareholders will be able to claim refund of the excess tax deducted by filing your income tax

return. No claim shall lie against the Company for such taxes deducted.

(iii) For all Members:

Forms 15G/15H/10F for tax exemption can be downloaded from the website of MUFG Intime India Private Limited ("MIIP"). The URL for the same is <https://www.linkintime.co.in/client-downloads.html> – On this page select the General tab. All the forms are available under the head "Form 15G/15H/10F."

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> On this page the user shall be prompted to select / share the following information to register their request:

1. Select the company (Dropdown)
2. Folio / DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection
6. Document attachment – 1 (PAN)
7. Document attachment – 2 (Forms)
8. Document attachment – 3 (Any other supporting document).

(iv) Other instructions:

Please note that duly completed and signed documents need to be submitted on or before Friday, August 01, 2025 in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/ or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after Friday, August 01, 2025 (5:00 p.m. IST).

The Company will arrange to email a soft copy of TDS certificate to member's registered email ID, post completion of all dividend related activities.

Members may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from them, option is available to file the return of income as per the Act and claim an appropriate refund, if eligible. No claim shall, however, lie against the Company for such deduction of TDS.

All communications/queries in this respect should be addressed to MIPL at its email address rnt.helpdesk@in.mpms.mufg.com. Alternatively, you may contact the Company at ls@fermentabiotech.com.

Members shall also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

Further, members who have not registered their email address are requested to write to MIPL or to the company to register the same.

Members are further requested to complete necessary formalities with regard to their Bank accounts attached to their Dematerialization accounts for enabling the Company to make timely credit of dividend to their respective bank account.

Disclaimer: (a) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by a member, a member will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in such tax proceedings. (b) This Communication is not exhaustive and does not purport to be a complete/correct analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite detailed information and action to be taken by them.

Members are requested to intimate changes, if any, including their name, postal address, e-mail address, telephone/ mobile numbers, PAN, specimen signature, nomination, power of attorney registration, Bank Mandate details, IFS

code and other services: (i) to their Depository Participant ("DP") in case the shares are held in electronic form and (ii) to MIPL in case the shares are held in physical form, in the prescribed form i.e. ISR-1- Request for registering PAN, KYC details or changes / updation thereof; (ii) ISR-2- Confirmation of signature of a member by the Banker; (iii) ISR-3- Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies; (iv) ISR-4- Request for issue of Duplicate Certificate and other Service Requests (for shares held in physical form)

Members of the company who are holding shares in physical form are requested to comply with the applicable SEBI circulars vis-à-vis about their folios which are incomplete.

8. Documents for inspection:

- a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM at <https://fermentabiotech.com/annual-report.php>.
- b) All documents referred to in the Notice and the statement pursuant to Section 102 of the Act shall also be available electronically for inspection without any fee by members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to ls@fermentabiotech.com.

9. Mandatory updation of PAN, KYC, Nomination and Bank details by Members:

Members holding shares in physical form

- a) Regulation 40 of Listing Regulations mandates that requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository and transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. Members may further note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on Company's website

at <https://fermentabiotech.com/investor-service-requests.php> and on the website of R&T Agent at www.in.mpms.mufig.com. It may be noted that any service request can be processed only after the folio is KYC compliant. In view of the above and in order to eliminate associated risks, shareholders holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the RTA Agent for assistance in this regard.

- b) Members holding shares in physical form are requested to furnish Form **ISR-1** (Request for registering PAN, KYC details or changes / updation thereof), Form **ISR-2** (Confirmation of signature of a member by the Banker), Form **ISR-3** (Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies), Form **ISR-4** (Request for issue of Duplicate Certificate and other Service Requests).
 - c) Members can avail the nomination facility by filing Form **SH-13** (in duplicate) prescribed under Section 72 of the Act and Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014 with the Company or with its R&T Agent (in case of physical shares) and to member's Depository Participant (in case of demat shares). The member can cancel or make variation in the Nomination by filing form **SH-14**.
 - d) The above forms are available at the R&T Agent's website or will be made available on request in writing to the R&T Agent or to the Company. Forms shall be submitted to R&T Agent viz. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai- 400 083, India. Alternatively, Members may send digitally signed copy of their documents by email to MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufig.com or upload on their web portal www.in.mpms.mufig.com.
- 10.** In view of the MCA Circulars, the 73rd Annual Report of the Company along with the Notice of the AGM, e-Voting, remote e-Voting procedure is being sent only by e-mail, to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) / R&T Agent for communication purposes.
- To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with the Company or with the R&T Agent at the earliest.
- 11.** The Annual Report 2024-25 including the Notice calling this AGM shall be sent to those members who will be holding shares as on Tuesday, July 15, 2025 as per the Register of

Members and Register of Beneficial Owners of the Company. The persons who are members of the Company as on **Wednesday, August 06, 2025 ("Cut-Off Date")** as per the register of members / register of beneficial owners shall be eligible to attend and/or do e-Voting. In case a person becomes a member of the Company after Tuesday, July 15, 2025 and is a member as on the Cut-Off Date, such person may download the above from <https://fermentabiotech.com/annual-report.php> or request the Company at ls@fermentabiotech.com for obtaining a copy. For remote e-Voting or attending the AGM through InstaMeet, such a member may obtain sequence number/ event number by sending an email to MIPL at rnt.helpdesk@in.mpms.mufig.com or requesting to the Company at ls@fermentabiotech.com, by mentioning his/her Folio No./ DP ID and Client ID.

- 12.** Members seeking any information or clarification on the Annual Report are requested to send written queries to the Company Secretary at the Registered Office of the Company at least one week before the date of the 73rd AGM, to make the information available at the AGM.

13. Electronic Voting:

- i. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder read with Regulation 44 of Listing Regulations read with Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the Company is pleased to provide the facility of remote e-Voting or e-Voting, through MIPL i.e. MUFG Intime India Private Limited to exercise votes on the items of business given in this Notice, to members holding shares as on Cut-Off Date i.e. Wednesday, August 06, 2025 fixed for determining the members who shall be eligible to attend the AGM, to ascertain voting rights of such members entitled to participate in the remote e-Voting process or voting at the AGM electronically i.e. e-Voting, and to receive the dividend, if approved, as set out in the AGM Notice. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off Date. Any person who is not a member of the Company as on the Cut-Off Date should treat this Notice for information purposes only.
- ii. The remote e-Voting period commences on Saturday, August 9, 2025 (9:00 am IST) and ends on Monday, August 11, 2025 (5:00 pm IST). During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on Cut-Off Date may cast their vote through remote e-Voting facility. The remote e-Voting module shall be disabled at 5:00 pm IST on August 11, 2025 by MIPL for voting. Once the vote on a resolution is cast by the member, the same

shall not be allowed to change subsequently. A member may participate in the AGM even after exercising his/her right to vote through remote e-Voting, however, his/her voting at the AGM shall not be considered. Alternatively, a member may cast his/her vote through the e-Voting facility provided by the Company during the AGM. In the case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

- iii. In case the members have any queries or issues regarding e-Voting, they may refer the Frequently Asked Questions (“FAQs”) and InstaVote e-Voting manual available at [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in), under Help Section or send an email to enotices@in.mpms.mufg.com or contact on: Tel: 022 – 4918 6000.
- iv. Mr. V. N. Deodhar (Membership No. FCS-1880), Proprietor of V. N. Deodhar & Co., Practising Company Secretaries has been appointed as the Scrutiniser to scrutinise the e-Voting, remote e-Voting process and ballot forms as referred to notes to this AGM notice in a fair and transparent manner.
- v. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and the e-Voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 (two) working days of conclusion of the AGM, a consolidated Scrutiniser’s Report of the votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- vi. The results declared along with the Scrutiniser’s Report shall be placed on the Company’s website at [https:// fermentabiotech.com/stock-exchange-intimation.php](https://fermentabiotech.com/stock-exchange-intimation.php) and on the website of MIIPL at <https://instavote.linkintime.co.in/> not later than 2 (two) working days of passing of resolutions at the 73rd AGM of the Company and communicated to BSE Limited, where the shares of the Company are listed.
- vii. Subject to casting of requisite number of assenting votes, the resolutions proposed in the Notice of AGM shall be deemed to be passed on the date of the AGM, i.e. Tuesday, August 12, 2025.
- viii. Following instructions regarding voting, attendance, etc. are set out below. Members are requested to follow the latest applicable instructions of MIIPL.
 - (a) Instructions for members for remote e-Voting.
 - (b) Instructions for members attending the AGM through VC/OAVM.

- (c) Instructions for members to register themselves to speak during the AGM through InstaMeet; and
- (d) Instructions for members to vote during the AGM through InstaMeet.

14. Instructions for members/shareholders for remote e-Voting:

- i. Pursuant to SEBI master circular SEBI/HO/CFD/PoD2/ CIR/P/0155 dated, November 11, 2024, individual members holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.
- ii. Members are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. In case the email Id is not registered, such members can vote through InstaMeet.
- iii. Login method for Individual members holding securities in demat mode/ physical mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 – Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.

- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 – Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/ Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 – Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

1. Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company – in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in NSDL form, shall provide ‘D’ above

**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

- Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!# \$&*), at least one numeral, at least one alphabet and at least one capital letter).

- Enter Image Verification (CAPTCHA) Code
- Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

3. Click on “Login” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”

4. Cast your vote electronically:

A. After successful login, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon.

C. E-voting page will appear.

D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **“Investor Mapping”** tab under the Menu Section
- Map the Investor with the following details:
 - ‘Investor ID’ –
 - NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - ‘Investor’s Name – Enter Investor’s Name as updated with DP.
 - ‘Investor PAN’ – Enter your 10-digit PAN.
 - ‘Power of Attorney’ – Attach Board resolution or Power of Attorney.
**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
- Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 – VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **“Votes Entry”** tab under the Menu section.
- Enter the **“Event No.”** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 – VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select **“View”** icon for **“Company’s Name / Event number”**.
- E-voting page will appear.
- Download sample vote file from **“Download Sample Vote File”** tab.
- Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under **“Upload Vote File”** option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: – Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type		Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL		Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 – 4886 7000
Individual Shareholders holding securities in demat mode with CDSL		Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

If shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/

DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

15. Process and manner for Members attending the AGM through VC/OAVM (InstaMeet):

1. Members are being provided with a facility to attend the AGM through VC/OAVM through LIPL by following the below mentioned process. Members may access the same at <https://instameet.in.mpms.mufg.com>.
2. Facility for joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available to the members on first-come-first-served basis.
3. Participation to the members through VC/OAVM shall be made available to members on first-come-first served basis in accordance with MCA Circulars, and it will be closed on expiry of 30 (Thirty) minutes from the scheduled time of the AGM. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the AGM without restrictions of first-come-first-served basis.
4. Members will be provided with InstaMeet facility wherein members shall register their details and attend the AGM as under:
 - a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.

- b) Select the “Company” and ‘Event Date’ and register with your following details:

i. Demat Account No. or Folio No:

- Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
- Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- Shareholders holding shares in physical form – shall provide Folio Number.

ii. PAN:

Enter your 10–digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

iii. Mobile No: Enter your Mobile No.

iv. Email ID: Enter your email Id as recorded with your DP/ Company.

- c) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

16. Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat–board during the meeting.

Note: Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

17. Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e–voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e–Voting “Cast your vote”
- b) Enter your 16–digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on ‘Submit’.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut–off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the AGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e–Voting and are otherwise not barred from doing so, shall be eligible to vote through e–Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e–Voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi–FI or LAN connection to mitigate any kind of aforesaid glitches.

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: – Tel: 022 – 4918 6000 / 4918 6175.

18. In addition to facility of remote e-Voting or e-Voting provided to the members at AGM and for their wider participation the Company is providing a facility to vote by way of Ballot Form. Members who do not have access to remote e-Voting facility may download the Ballot Form available at Company's website at <https://fermentabiotech.com/annual-report.php> and send duly completed Ballot Form to reach the Scrutiniser, Mr. V. N. Deodhar, Proprietor of V.N. Deodhar & Co., Practising Company Secretaries, at the Registered Office of the Company not later than Monday, August 11, 2025 (5.00 p.m. IST). Ballot Form received after the said date shall be treated as invalid. A Member may participate in the AGM even after exercising his/her right to vote through Ballot Form. A Member can opt for only one mode of voting i.e. either (a) electronically (either remote e-Voting or e-Voting at AGM) or (b) by Ballot Form. If a Member cast votes by both i.e., Ballot Form as well as electronically, then voting done electronically shall prevail and Ballot Form shall be treated

as invalid. The Scrutiniser shall have the right to scrutinise the Ballot Form and decide its validity. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital.

19. The Annual Report 2024-25 including the AGM notice is being uploaded on the following websites: (i) <https://fermentabiotech.com/annual-report.php> (ii) www.bseindia.com and (iii) <https://instavote.linkintime.co.in/>.

By Order of the Board of Directors of
Fermenta Biotech Limited

Varadvinayak V. Khambete
Company Secretary
Membership No: A33861

Date: May 28, 2025
Place: Thane